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SEC 1972 Potential persons who are to respond to the collection of information contained in (6/99) this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

RECEIVED

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

ØMB Number: 3235-0076

Expires: May 31, 2002

Estimated average burden hours per response... 1



FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

		JUL	L	4 2002
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Name of Offering (check if this is an amendment and name has changed, and indicate	change.)
Wealth from Beans, Inc. Incorporation	
Filing Under (Check box(es) that apply): [x] Rule 504 [k] Rule 505 [] Rule 506 [] Sec	ction 4(6) [] ULOE
Type of Filing: [] Amendment	
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	A CONTRACTOR OF THE CONTRACTOR
Name of Issuer (check if this is an amendment and name has changed, and indiciate ci	nange.)
Wealth from Beans, Inc.	,
	Telephone Number
2850 Ty Drive Hollister, CA 95023	831-637-8209
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (Including Area Code) (if different from Executive Offices)	Telephone Number
Gourmet coffee store Brie: Description of Business	

Type of Business Organiza [x] corporation	tion [] limited partnership, alr	eady for	rmed	[] other (please specify):
[] business trust		[] limited partnership, to be formed		
		Month	Year	
Actual or Estimated Date of	f Incorporation or Organization:	[0]5	[0]2]	[x] Actual [] Estimated
Jurisdiction of Incorporation	or Organization: (Enter two-lette	r U.S. P	ostal Sen	vice abbreviation for State:
	CN for Canada; FN	for othe	r foreign j	urisdiction) [C][A]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Apply:	[X] Promoter [X] Beneficial Owner	[^X] Executive Officer	[孝Director [] General and/or Managing
George A. Uribe			Partner
Full Name (Last name 2850 Ty Drive,			
The second secon	e Address (Number and Stree	at City State Zin Cod	a)
Dusiness of Residence	- Address (Maniber and Office	st, Oity, Otate, Zip Ood	C)
Check Box(es) that Apply: Adela M. Uribe	[x] Promoter ½] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name 2850 Ty Drive, 1			
Business or Residence	Address (Number and Stree	t, City, State, Zip Cod	€)
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	first, if individual)		
Business or Residence	Address (Number and Stree	t, City, State, Zip Code	e)
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Apply:	Owner		Managing
Apply: Full Name (Last name f	Owner	Officer	Managing Partner
Apply: Full Name (Last name f Business or Residence	Owner irst, if individual)	Officer	Managing Partner
Apply: Full Name (Last name f Business or Residence Check Box(es) that Apply:	Owner irst, if individual) Address (Number and Street [] Promoter [] Beneficial Owner	Officer , City, State, Zip Code [] Executive	Managing Partner) [] Director [] General and/or Managing
Apply: Full Name (Last name f Business or Residence Check Box(es) that Apply: Full Name (Last name fi	Owner irst, if individual) Address (Number and Street [] Promoter [] Beneficial Owner	Officer , City, State, Zip Code , State, Zip Code , State, Zip Code , Officer	Managing Partner) [] Director [] General and/or Managing Partner
Apply: Full Name (Last name f Business or Residence Check Box(es) that Apply: Full Name (Last name fi Business or Residence	Owner irst, if individual) Address (Number and Street [] Promoter [] Beneficial Owner rst, if individual)	Officer City, State, Zip Code State, Zip Code Officer City, State, Zip Code	Managing Partner) [] Director [] General and/or Managing Partner
Apply: Full Name (Last name f Business or Residence Check Box(es) that Apply: Full Name (Last name fi Business or Residence	Owner irst, if individual) Address (Number and Street [] Promoter [] Beneficial	Officer City, State, Zip Code State Officer City, State, Zip Code	Managing Partner [] Director [] General and/or Managing Partner [] Director [] General and/or Managing
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• Each general and managing partner of partnership issuers.

Business or Residen	ce Address (N	umber and Street.	City. State.	Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

		· ·	·	E	B. INFO	RMATIO	N ABOL	IT OFFE	RING				
	as the is		ld, or do	es the is	ssuer int	end to se	ell, to no	n-accredi	ted inves	itors in th	nis 	Yes []	No [x
			An	swer als	so in App	pendix, C	olumn 2	i, if filing t	ınder UL	OE.			
2. W	/hat is th	ne minim	num inve	estment	that will	be acce	oted fron	n any indi	vidual?			\$ <u>N/</u> 2	
3. D	oes the	offering	permit je	oint own	ership o	f a single	e unit?	·			_	Yes xx]	No
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security Debt	Aggregate Offering Price \$ 325,000	Amount Already Sold \$ 0
Equity	\$ 75,000	\$ 25.000
[x] Common [] Preferred	•	
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify).	\$	\$
Total	\$ 300,000	\$ 25,000
Answer also in Appendix, Column 3, if filing under ULOE.		

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

Accredited Investors	Number investors 2	Dollar Amount of Purchases \$ 25,000
Non-accredited Investors	0	\$
Total (for filings under Rule 504 only)		\$ ——
Answer also in Appendix, Column 4, if filing under ULOE.		

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Dollar Amount

Regulation A Rule 504 Total	Rule 505		——⊅——	
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating bely to organization expenses of the issuer. The information may be ven as subject to future contingencies. If the amount of an expenditure not known, furnish an estimate and check the box to the left of the timate. Transfer Agent's Fees []\$ 0 Printing and Engraving Costs []\$ 0 Engineering Fees []\$ 0 Engineering Fees []\$ 0 Engineering Fees []\$ 0 Cother Expenses (identify) []\$ 0 Cother Expenses (identify) []\$ 0 Total []\$ 0 Cother Expenses (identify) []\$ 0 Total []\$ 0 Enter the difference between the aggregate offering price given in response to Part C - estion 1 and total expenses furnished in response to Part C - Question 4.a. This revence is the "adjusted gross proceeds to the issuer" Enter the difference between the aggregate offering brice given in response to Part C - question 4.a. This revence is the "adjusted gross proceeds to the issuer" Enter the difference between the aggregate offering brice given in response to Part C - question 4.a. This revence is the "adjusted gross proceeds to the issuer" Enter the difference between the aggregate offering brice given in response to Part C - question 4.a. This revence is the "adjusted gross proceeds to the issuer used or posed to be used for each of the purposes shown. If the amount for any pose is not known, furnish an estimate and check the box to the left of the imate. The total of the payments listed must equal the adjusted gross proceeds he issuer set forth in response to Part C - Question 4.b above. Payments to Officers, Directors, & To Officers, Di	Regulation A		\$	
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Type of Security Sold

Type of offering

	$[_{\mathbf{v}}]$	\$299	800
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D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date
	1000 A 11 11 6-24-02
Wealth from Beans, Inc.	
Name of Signer (Print or Type)	Title (Print or Type)
George A. Uribe	President

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX										
1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)		aı	Type of nount pu (Parl	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No			Number of Accredited Investors		Number of Non-Accredited Investors	Amount	Yes	No
AL										
AK					·				1	
AZ										
AR										
CA		No	Stock 75,			25,000	0			xx
CO		•	Debt 225,	000						
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http://www.sec.gov/divisions/corpfin/forms/d.htm Last update: 08/27/1999